

# EXHIBIT VV

REDACTED PUBLIC  
VERSION

1 UNITED STATES DISTRICT COURT  
2 NORTHERN DISTRICT OF CALIFORNIA  
3 SAN JOSE DIVISION  
4  
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6 IN RE: HIGH-TECH EMPLOYEE )  
7 ANTITRUST LITIGATION )  
8 ) No. 11-CV-2509-LHK  
9 THIS DOCUMENT RELATES TO: )  
10 ALL ACTIONS. )  
11 \_\_\_\_\_ )  
12  
13

14 VIDEO DEPOSITION OF MICHELLE MAUPIN  
15 February 12, 2013  
16  
17

18 REPORTED BY: GINA V. CARBONE, CSR NO. 8249, RPR, CCRR  
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10:02:36 1 Q. Was your pre-2007 salary at Lucas based on  
10:02:42 2 anything other than market data?

10:02:45 3 A. I can't answer that.

10:02:49 4 Q. Because you don't know?

10:02:50 5 A. Yeah. I wasn't involved in that decision.

10:02:54 6 Q. That was going to be one of my questions.

10:02:56 7 Have you been involved in your own salary  
10:02:59 8 setting decisions?

10:03:00 9 A. No.

10:03:11 10 Q. So in 2007, were you assigned a grade ■?

10:03:16 11 A. Yes.

10:03:25 12 Q. How would -- well, scratch that.

10:03:29 13 Do you expect your salary grade to move up or  
10:03:33 14 downward from this point forward?

10:03:38 15 A. Not in my current role.

10:03:41 16 Q. Why is that?

10:03:43 17 A. Because my job responsibilities are not  
10:03:45 18 changing.

10:04:01 19 Q. So would your salary grade only change if your  
10:04:04 20 job responsibilities changed from this point forward?

10:04:06 21 A. Typically, yes.

10:04:13 22 Q. Do you expect that you will make the same  
10:04:16 23 salary every year from this point until you decide to  
10:04:21 24 leave the company?

10:04:24 25 MS. SESSIONS: Objection. Vague.

10:04:32 1 THE WITNESS: Hopefully not.

10:04:35 2 MS. LEEBOVE: Q. Do you expect that if you  
10:04:36 3 stay with the company your salary would increase?

10:04:40 4 A. Potentially.

10:04:43 5 Q. What would cause your salary to increase if you  
10:04:46 6 were to stay with the company?

10:04:47 7 MS. SESSIONS: Objection. Vague. Calls for  
10:04:50 8 speculation.

10:04:56 9 THE WITNESS: If you're asking what -- I can't  
10:04:59 10 answer it that exactly, but hypothetically, it would be  
10:05:04 11 based on my contributions and performance.

10:05:23 12 MS. LEEBOVE: Q. Is there a salary range  
10:05:24 13 associated with your salary grade?

10:05:25 14 A. Yes.

10:05:35 15 Q. Does your current salary fall within the salary  
10:05:38 16 range assigned to grade ■?

10:05:44 17 A. Yes.

10:05:45 18 Q. What is the salary range for grade ■?

10:05:48 19 A. I'm not going to be able to recall the exact  
10:05:50 20 numbers.

10:05:55 21 Q. Can you tell me the approximate salary range  
10:05:57 22 for grade ■?

10:06:00 23 A. I believe the midpoint, which is what is around  
10:06:05 24 ■. The low would probably be around ■, and the high  
10:06:12 25 would probably be around ■.

10:06:25 1 Q. Do you presently have room to move before your  
10:06:28 2 salary hits the high end of the salary range for grade  
10:06:31 3 ■?

10:06:33 4 MS. SESSIONS: Objection. Vague.

10:06:38 5 MS. LEEBOVE: Q. Where does your present  
10:06:40 6 salary fall along the spectrum from low to high  
10:06:44 7 salary for grade ■?

10:06:48 8 A. In the mid level.

10:07:11 9 Q. Is there any way as a grade ■ compensation  
10:07:15 10 manager that your salary could exceed the high end of  
10:07:18 11 the salary range for grade ■?

10:07:24 12 MS. SESSIONS: Objection. Vague.

10:07:33 13 MS. LEEBOVE: Q. Do you understand the  
10:07:33 14 question or would you like me to restate it?

10:07:37 15 A. I'd like to understand in what context.

10:07:40 16 Q. I'm wondering if there's any potential as a  
10:07:45 17 grade ■ employee for you to make greater than ■,  
10:07:52 18 which you told me was roughly the high end of the salary  
10:07:57 19 range for grade ■?

10:07:58 20 A. And I probably -- may not be accurate on that.

10:08:01 21 Q. I understand.

10:08:02 22 A. Okay. Unlikely, but it's possible.  
10:08:12 23 Hypothetically.

10:08:16 24 Q. Do you know whether the salary range for grade  
10:08:19 25 ■ has changed since 2007?

10:08:23 1 A. Yes.

10:08:24 2 Q. How has it changed?

10:08:29 3 A. It has increased a couple of times along with  
10:08:34 4 our other salary ranges due to market growth.

10:08:51 5 Q. When you say it's increased a couple of times,  
10:08:55 6 do you mean twice?

10:08:59 7 A. I believe it's been twice. Two to three times.

10:09:10 8 Q. And do you understand why the -- well, scratch  
10:09:17 9 that.

10:09:21 10 Has the salary range increased a couple of  
10:09:23 11 times as part of an annual review process of some sort?

10:09:27 12 A. Yes.

10:09:33 13 Q. What sort of annual review process is that?

10:09:41 14 MS. SESSIONS: Objection. Vague.

10:09:49 15 THE WITNESS: Once -- at least once each year,  
10:09:51 16 we compare our ranges to the market to determine if they  
10:10:01 17 are representing the market data in a competitive way  
10:10:12 18 based on our compensation philosophy.

10:10:21 19 MS. LEEBOVE: Q. Do you know whether it's  
10:10:22 20 only grade ■ that has increased a couple of times  
10:10:25 21 since 2007?

10:10:29 22 A. Yes, I know.

10:10:32 23 Q. And has grade ■ been the only salary change  
10:10:34 24 that's changed since 2007?

10:10:36 25 A. No.

10:10:38 1 Q. How many other salary ranges have changed since  
10:10:41 2 2007?

10:10:42 3 A. All of them.

10:10:48 4 MS. SESSIONS: Counsel, we've been going for  
10:10:49 5 about an hour, so if you would like to take a break, I  
10:10:53 6 don't mean to stop you right in the middle, but,  
10:10:56 7 Ms. Maupin, if you need a break just let us know.

10:10:59 8 THE WITNESS: Sure. We can take a five-minute  
10:11:00 9 break, if that's okay.

10:11:02 10 MS. LEEBOVE: Of course.

10:11:03 11 MS. SESSIONS: Great.

10:11:03 12 THE VIDEOGRAPHER: This is the end of video  
10:11:05 13 No. 1. The time is 10:11 a.m.

10:11:07 14 We're going off the record.

10:11:09 15 (Recess taken.)

10:19:57 16 THE VIDEOGRAPHER: This is the beginning of  
10:19:58 17 video 2 in the deposition of Michelle Maupin. The time  
10:20:01 18 is 10:20 a.m.

10:20:03 19 We're back on the record.

10:20:10 20 MS. LEEBOVE: Q. Ms. Maupin, I want to  
10:20:11 21 change the topic rather substantially and talk to  
10:20:13 22 you about the declaration that you submitted in this  
10:20:17 23 case.

10:20:36 24 711.

25

10:20:43 1 (Whereupon, Exhibit 711 was marked for  
10:20:43 2 identification.)

10:20:51 3 MS. LEEBOVE: Q. Ms. Maupin, you've been  
10:20:52 4 handed what's been marked Exhibit No. 711. Do you  
10:20:57 5 recognize this document?

10:21:01 6 And I encourage you to take a look through it  
10:21:03 7 before you answer that.

10:23:36 8 A. Yes.

10:23:39 9 Q. Are you answering yes to my question whether  
10:23:42 10 you recognize this document?

10:23:43 11 A. Yes.

10:23:44 12 Q. What is it?

10:23:45 13 A. It's the declaration. My declaration.

10:24:00 14 Q. Did you write this declaration?

10:24:03 15 MS. SESSIONS: And I'm going to caution the  
10:24:05 16 witness not to reveal the contents of any  
10:24:11 17 attorney-client communications that you had.

10:24:23 18 THE WITNESS: I worked on it together with our  
10:24:27 19 attorney.

10:24:38 20 MS. LEEBOVE: Q. Did you write this  
10:24:41 21 document?

10:24:42 22 MS. SESSIONS: Objection. Are you -- I think  
10:24:47 23 you're getting very close to the attorney work product  
10:24:54 24 privilege.

10:24:54 25 Are you asking who physically typed the



11:46:24 1 2006 at Lucasfilm?

11:46:25 2 MS. SESSIONS: Objection. Vague.

11:46:31 3 THE WITNESS: My understanding, there were  
11:46:32 4 attempts made, but it was never formally used or  
11:46:37 5 implemented.

11:46:44 6 MS. LEEBOVE: Q. Did Lucasfilm set  
11:46:45 7 salaries prior to 2006 based exclusively on market  
11:46:50 8 survey data?

11:46:54 9 A. My knowledge, and again, I wasn't there, they  
11:46:59 10 looked to market data for the data specifically, but  
11:47:06 11 ultimately, it would have depended on if they could  
11:47:10 12 afford that for a particular position.

11:47:14 13 Q. Prior to 2006, do you know whether Lucasfilm  
11:47:17 14 considered what similar employees made in making  
11:47:21 15 compensation decisions?

11:47:22 16 MS. SESSIONS: Objection. Vague.

11:47:28 17 MS. LEEBOVE: Q. And maybe I can clarify  
11:47:30 18 that with -- just a little bit.

11:47:32 19 Prior to 2006, did Lucasfilm consider what  
11:47:35 20 similarly situated employees made in making compensation  
11:47:39 21 decisions?

11:47:39 22 MS. SESSIONS: Same objection.

11:47:44 23 THE WITNESS: Can you clarify what you mean by  
11:47:45 24 "similarly situated"?

11:47:50 25 MS. LEEBOVE: Q. Sure.

11:47:50 1 So if you had a graphic artist, let's say, in  
11:47:55 2 one division and a graphic artist in another division  
11:47:58 3 and those two graphic artists had the same skill set and  
11:48:05 4 same level of experience, would you have considered  
11:48:08 5 those two employees' salaries in comparison with each  
11:48:15 6 other in setting those salary levels prior to 2006?

11:48:20 7 MS. SESSIONS: Objection. Vague. It's an  
11:48:22 8 incomplete hypothetical.

11:48:26 9 THE WITNESS: So I -- not being there in 2006,  
11:48:29 10 I couldn't answer that specifically.

11:48:35 11 MS. LEEBOVE: Q. Do you think fairness was  
11:48:36 12 considered at all prior to 2006 in setting employee  
11:48:39 13 salaries?

11:48:39 14 MS. SESSIONS: Objection. Vague.

11:48:43 15 THE WITNESS: What do you mean by "fairness"?

11:48:52 16 MS. LEEBOVE: Q. Was internal equity  
11:48:53 17 considered at all prior to 2006 in setting  
11:48:56 18 employees' salaries?

11:48:58 19 MS. SESSIONS: Same objection.

11:49:00 20 THE WITNESS: Based on my knowledge and  
11:49:03 21 information that I have seen, documents I've looked at  
11:49:07 22 in the past, yes.

11:49:29 23 MS. LEEBOVE: Q. If you could look over  
11:49:31 24 paragraphs 17 to -- we can just stick with this  
11:49:37 25 page -- 17 to 21. If you could look those over,

11:49:40 1 please, and just let me know whether there's  
11:49:42 2 anything here that you would change now to make it  
11:49:45 3 more accurate or truthful.

11:49:51 4 Let me make that a question.

11:49:53 5 Will you please look this over and let me know  
11:49:55 6 whether there's anything here you would change now to  
11:49:57 7 make it more accurate or truthful?

11:49:59 8 And by "here," I mean paragraphs 17 through 21  
11:50:02 9 of your declaration.

11:50:15 10 A. I think the only thing that I would clarify is  
11:52:15 11 in paragraph 19.

11:52:20 12 Q. What would you clarify in paragraph 19?

11:52:23 13 A. I stated, "Since 2008, each position at  
11:52:26 14 Lucasfilm has been assigned a salary grade." And we  
11:52:31 15 don't assign a salary grade for our executives or some  
11:52:35 16 of our key creative talent, highly-compensated key  
11:52:44 17 creative talent.

11:52:48 18 Q. Is there a compensation level cutoff there, I  
11:52:52 19 mean, who are the highly -- how much do the  
11:52:54 20 highly-compensated creative talent typically -- or what  
11:52:59 21 do you consider the salary for a highly-compensated  
11:53:03 22 creative talent?

11:53:03 23 MS. SESSIONS: Objection. Compound. Vague.

11:53:07 24 THE WITNESS: So it wouldn't be based on a  
11:53:08 25 particular salary, a number, it would be based on the

12:11:18 1 I'm looking at page 15 of Exhibit C to your  
12:11:20 2 declaration, and I'm looking at the very first column,  
12:11:24 3 vertical column on the left that says Lucasfilm.

12:11:27 4 A. Uh-huh.

12:11:27 5 Q. Well, actually, it's the second column, but  
12:11:29 6 it's the first column of the actual chart.

12:11:33 7 A. Ah.

12:11:33 8 Q. And then for July 2002, 2001, 2000 and 1999 --

12:11:40 9 A. Uh-huh.

12:11:40 10 Q. -- what does it mean here, these percentages  
12:11:43 11 company-wide? Do you know what those refer to?

12:11:48 12 A. I would anticipate my recollection is that  
12:11:51 13 these -- this is what we spent in salary increases  
12:11:57 14 during those calendar years.

12:12:04 15 Q. Does 3.92 percent company-wide for July 2002  
12:12:09 16 suggest that everybody's salary in the company was  
12:12:11 17 raised by 3.92 percent?

12:12:13 18 A. No.

12:12:14 19 Q. Could you explain to me what it does mean.

12:12:17 20 A. It means overall, the salaries, on average,  
12:12:22 21 were increased 3.92 percent.

12:12:30 22 Q. Did Lucas not use the merit in call-out budgets  
12:12:38 23 for raises back in -- well, I would say before January  
12:12:45 24 2006?

12:12:46 25 MS. SESSIONS: Objection. Vague. Compound.

12:12:54 1 THE WITNESS: Based on the information that was  
12:12:55 2 gathered, I would think not, but I can't speak to that  
12:13:00 3 directly.

12:13:42 4 MS. LEEBOVE: Q. I think you mentioned  
12:13:43 5 earlier, and I've been looking for it in our rough  
12:13:47 6 transcript here, that the salary ranges at Lucasfilm  
12:13:56 7 had increased two or three times since you started  
12:14:00 8 working there.

12:14:03 9 Do you remember our discussion of that?

12:14:04 10 A. Yes.

12:14:08 11 Q. Can you attribute those increases in the salary  
12:14:11 12 ranges or salary grades to the pay for performance  
12:14:17 13 process?

12:14:18 14 MS. SESSIONS: Objection. Compound. Vague.

12:14:27 15 THE WITNESS: It is not in conjunction of the  
12:14:29 16 pay for performance process. It's to a separate process  
12:14:33 17 that's done at the end of the year prior to the upcoming  
12:14:40 18 calendar year to review our market position and our  
12:14:47 19 ranges compared to that market position to see if we're  
12:14:51 20 maintaining market parity. Our range structure is. If  
12:14:57 21 our range structure is not maintaining market parity,  
12:15:00 22 then we will adjust the structure to be in line with  
12:15:04 23 market and our market philosophy.

12:15:17 24 MS. LEEBOVE: Q. When Lucasfilm makes  
12:15:18 25 adjustments to the salary structure in order to

12:15:21 1 maintain market parity, does that adjust employee  
12:15:29 2 compensation?

12:15:31 3 A. Not directly, no.

12:15:32 4 Q. How does it not directly increase an employee's  
12:15:35 5 compensation?

12:15:37 6 A. The range structure increases. An employee's  
12:15:41 7 salary increases based on their performance, and it's  
12:15:47 8 reviewed annually during the pay for performance.

12:15:51 9 Q. Okay. So I have a question about the salary  
12:16:19 10 budgets. For instance, paragraph 35 of your declaration  
12:16:26 11 states, all out of cycle increases must come out of the  
12:16:29 12 call-out budget; therefore, if one employee receives an  
12:16:32 13 out of cycle increase, less money is left in the  
12:16:34 14 call-out budget to provide out of cycle increases to  
12:16:36 15 other employees.

12:16:39 16 Do you see that in paragraph 35?

12:16:41 17 A. Yes.

12:16:41 18 Q. And do you agree with that paragraph 35?

12:16:43 19 A. Yes.

12:16:46 20 Q. Why couldn't Lucas just put more money in the  
12:16:51 21 call-out budget to increase salaries of more employees?

12:16:57 22 MS. SESSIONS: Objection. Vague. And it's an  
12:17:00 23 incomplete hypothetical.

12:17:07 24 THE WITNESS: So No. 1, the company will have a  
12:17:10 25 limited resource in terms of what they can afford.

12:17:14 1 No. 2, not all employees would need to have an  
12:17:18 2 out-of-cycle action.

12:17:27 3 MS. LEEBOVE: Q. Okay. I think I -- I'm  
12:17:32 4 not sure I understand your response.

12:17:44 5 Has the company ever spent so much money on the  
12:17:46 6 call-out budget that there is just no money left at the  
12:17:52 7 end of the year?

12:17:56 8 MS. SESSIONS: Objection. Vague.

12:17:58 9 THE WITNESS: I'm not quite sure what you mean  
12:17:59 10 by that.

12:18:01 11 MS. LEEBOVE: Q. Well, I guess I'm trying  
12:18:02 12 to understand why the -- why you perceive the  
12:18:04 13 call-out budget as so finite. And -- so rather than  
12:18:13 14 have a limited call-out budget that only certain  
12:18:16 15 employees could get the benefit of, why not just  
12:18:20 16 increase? Why could that budget not be larger so  
12:18:22 17 that one employee wouldn't have to forgo a bonus so  
12:18:26 18 another employee could get one?

12:18:28 19 MS. SESSIONS: Objection. Compound. Calls for  
12:18:30 20 speculation.

12:18:33 21 THE WITNESS: So the call-out budget and salary  
12:18:37 22 budgets have no reference to bonuses.

12:18:42 23 MS. LEEBOVE: Q. Okay.

12:18:43 24 A. They're only about regarding base pay.

12:18:45 25 Q. Okay. That's helpful.

04:21:00 1 We're back on the record.

04:21:16 2 (Whereupon, Exhibit 724 was marked for  
04:21:16 3 identification.)

04:21:18 4 MS. LEEBOVE: Q. Ms. Maupin, you've been  
04:21:20 5 handed Exhibit 724. And I can tell you in advance I  
04:21:39 6 don't have substantive questions about the content  
04:21:41 7 of the document. Mostly -- well, in other words,  
04:21:50 8 there will be no quiz after your review.

04:22:59 9 A. Okay.

04:23:00 10 Q. Have you seen this document before that's been  
04:23:02 11 marked as Exhibit 724?

04:23:04 12 A. Yes.

04:23:09 13 Q. On Monday, January 29th, 2009, it looks like  
04:23:13 14 Jan van der Voort sent to you this comp 101 overview  
04:23:18 15 presentation?

04:23:19 16 A. Yes.

04:23:21 17 Q. Did -- who prepared the presentation slides?

04:23:26 18 A. I believe I did.

04:23:32 19 Q. Are there any pages, as you look at this today,  
04:23:35 20 that you know that you didn't create?

04:24:08 21 I should qualify that Ms. van der Voort wrote  
04:24:12 22 to you that Mich -- well, that either she or Mich Chau  
04:24:20 23 changed slide 11 and deleted 12.

04:24:32 24 So let me ask a new question.

04:24:35 25 Beyond what Jan van der Voort represents as a



04:24:37 1 changed slide 11 and a deleted slide 12, does this look  
04:24:41 2 like the present -- presentation that you prepared?

04:24:43 3 A. Yes.

04:24:44 4 Q. Did you present this anywhere?

04:24:48 5 A. If it was presented, it would have been to Jan,  
04:24:55 6 obviously, Steve and Mich.

04:25:08 7 Q. Is there anything in your presentation that you  
04:25:11 8 currently disagree with?

04:25:46 9 A. No.

04:25:47 10 Q. Okay. Does Lucas engage in an annual salary  
04:26:03 11 survey process?

04:26:04 12 A. Yes.

04:26:06 13 Q. Has Lucas had a salary survey process every  
04:26:08 14 year since you've worked there?

04:26:10 15 A. Yes.

04:26:13 16 Q. Does the salary survey process ever result in  
04:26:19 17 changes in the pay grades?

04:26:24 18 A. Yes.

04:26:25 19 Q. How?

04:26:30 20 A. We touched on it before, but at the end of --  
04:26:34 21 prior to each calendar year, in the fall, we review each  
04:26:39 22 job pay range and employee as it compares to the market  
04:26:46 23 data based on the job match. And if there is a delta  
04:26:53 24 between our pay range, meaning the midpoint, and our  
04:26:56 25 targeted market position, which primarily has been the

04:27:01 1 [REDACTED], and if overall we find that our pay  
04:27:05 2 structure has fallen behind market, we will recommend --  
04:27:09 3 I will recommend to adjust the structure.

04:27:11 4 Q. Okay. Thank you.

04:27:16 5 Mostly I wanted to confirm we were talking  
04:27:18 6 about the same thing this morning that you're talking  
04:27:20 7 about in your presentation here. And we were, correct?

04:27:25 8 A. If we're talking about salary structure.

04:27:28 9 Q. Exactly.

04:27:29 10 A. Yes.

04:27:29 11 Q. That's all we're talking about.

04:27:30 12 A. Okay.

04:27:30 13 Q. Everything that we talked about this morning,  
04:27:32 14 that's encompassed in this one sentence, right?

04:27:39 15 Okay. That's all I have on that. I want to  
04:27:43 16 change the subject a bit.

04:28:07 17 Does Lucas try to pay its employees fairly?

04:28:09 18 MS. SESSIONS: Objection. Vague.

04:28:15 19 THE WITNESS: What do you mean by fairly?

04:28:20 20 MS. LEEBOVE: Q. Well, in your opinion, as  
04:28:23 21 an HR professional, what makes an employee's pay  
04:28:28 22 fair?

04:28:29 23 A. An employee's pay is fair when it is aligned  
04:28:33 24 appropriately with the company's compensation  
04:28:37 25 philosophy. And I emphasize aligned appropriately.

04:28:50 1 Q. And you're referring specifically to Lucasfilm?

04:28:53 2 A. No. You asked me if -- what defines fair pay  
04:28:58 3 for an employee.

04:29:01 4 Q. And I guess the lawyer in me is thinking that  
04:29:02 5 perhaps the philosophy itself is unfair. And so tying  
04:29:07 6 a -- just basing an employee -- basing compensation on  
04:29:11 7 the philosophy, if the philosophy isn't fair, might not  
04:29:17 8 make the salary fair?

04:29:19 9 MS. SESSIONS: Objection. Compound and vague.

04:29:23 10 MS. LEEBOVE: Q. Can you tell me what  
04:29:25 11 you -- well, I believe you said that you, in your  
04:29:29 12 opinion, consider an employee's pay fair when it's  
04:29:32 13 aligned with the company's philosophy. Are there  
04:29:35 14 any other considerations that you would consider in  
04:29:42 15 deciding whether an employee's pay is fair?

04:29:45 16 MS. SESSIONS: Objection. Misstates the  
04:29:47 17 witness' testimony. Witness stated that when it is  
04:29:51 18 aligned appropriately with the philosophy.

04:29:57 19 MS. LEEBOVE: Q. I didn't mean to rob you of  
04:30:01 20 your appropriately. I promise.

04:30:02 21 What factors go into making an employee's  
04:30:05 22 compensation fair?

04:30:09 23 A. Again, understanding the -- what that job and  
04:30:15 24 skill set is worth. And that will be determined based  
04:30:23 25 on -- be determined on -- based on a number of things,

04:47:39 1 Q. Who is [REDACTED]?

04:47:41 2 A. [REDACTED] is a director in the R&D organization.

04:47:59 3 Q. Do you know what she meant when -- do you know  
04:48:03 4 what Vanessa meant when she said that the delta between  
04:48:07 5 the [REDACTED] salary feels too broad to her?

04:48:18 6 A. I wouldn't presume to know exactly what she  
04:48:21 7 meant, but I could -- my interpretation would be that  
04:48:26 8 she felt their salaries would need to be a little bit  
04:48:32 9 more aligned.

04:48:38 10 Q. Can two employees doing essentially the same  
04:48:41 11 job with essentially the same duties have different  
04:48:43 12 titles?

04:48:51 13 A. I wouldn't recommend it.

04:48:52 14 Q. Why would you want to avoid two employees doing  
04:48:55 15 essentially the same job with different titles?

04:49:07 16 A. In order to make sure that we -- as we were  
04:49:10 17 treating the job and those employees fairly for the  
04:49:18 18 responsibilities they were performing.

04:49:28 19 Q. Do you believe it would be fair to pay an  
04:49:30 20 entry-level employee in a particular job family the same  
04:49:33 21 wage as a long-term highly-experienced employee in that  
04:49:36 22 same job family?

04:49:47 23 A. State the question one more time.

04:49:49 24 Q. Do you believe it would be fair to pay an  
04:49:51 25 entry-level employee in a particular job family the same

04:49:54 1 wage as a long-term highly-experienced employee in that  
04:49:58 2 same job family?

04:50:02 3 A. And what do you mean by entry level? Entry  
04:50:06 4 level in what context?

04:50:09 5 Q. Well, you mentioned that there are different  
04:50:12 6 grades within each job family.

04:50:14 7 A. Uh-huh. Yes.

04:50:15 8 Q. And so, if you were to hire -- we can use, for  
04:50:19 9 example, an engineer. If you were to hire a 22-year-old  
04:50:24 10 engineer directly out of college, would it be fair to  
04:50:26 11 pay that person the same amount, the same salary that  
04:50:28 12 you're paying to a 22-year veteran of Lucas who's also  
04:50:33 13 working as an engineer in the same job family?

04:50:37 14 MS. SESSIONS: Objection. Vague. It's an  
04:50:40 15 incomplete hypothetical.

04:50:45 16 THE WITNESS: I would say no. It would not be  
04:50:47 17 appropriate to pay them the same.

04:50:53 18 MS. LEEBOVE: Q. Are there any internal  
04:50:55 19 equity implications that would arise if you were to  
04:51:00 20 pay an entry-level employee in a job family the same  
04:51:05 21 salary as a senior employee in that same job family?

04:51:12 22 MS. SESSIONS: Objection. Vague.

04:51:17 23 THE WITNESS: Possibly.

04:51:22 24 MS. LEEBOVE: Q. What sort of internal  
04:51:24 25 equity issues might arise?

04:51:29 1 A. I would anticipate that if a junior level or a  
04:51:35 2 junior-skilled employee was at the same or same pay  
04:51:39 3 level as a senior employee, that might cause  
04:51:47 4 dissatisfaction for even the manager of those employees.

04:51:55 5 Q. And what might happen as a result of that sort  
04:51:59 6 of dissatisfaction?

04:52:04 7 A. Could be a number of things.

04:52:08 8 Q. Like what?

04:52:12 9 Do you think the senior person would be likely  
04:52:13 10 to ask for a raise if he or she discovered that the most  
04:52:20 11 junior member of -- in his or her job family was being  
04:52:24 12 paid the same or more?

04:52:29 13 A. Perhaps.

04:52:35 14 Q. From a compensation perspective, would you feel  
04:52:37 15 as if you had to raise the salary of the more senior  
04:52:40 16 person who found out that someone junior to him or her  
04:52:44 17 was making the same salary?

04:52:50 18 A. Again, I think we'd have to define what junior  
04:52:54 19 meant in terms of if we're strictly talking about skill  
04:53:00 20 set or time at the company and time in a work  
04:53:04 21 environment.

04:53:06 22 Q. Okay. From a compensation perspective, would  
04:53:11 23 you feel as if you had to raise the salary of a more  
04:53:14 24 senior person who found out that someone junior to him  
04:53:17 25 in terms of skill level was making the same salary --

04:53:23 1 let me ask that again.

04:53:25 2 From a compensation perspective, would you feel  
04:53:26 3 as if you had to raise the salary of the more senior  
04:53:29 4 person who found out that someone with inferior skills  
04:53:35 5 was making the same salary?

04:53:37 6 MS. SESSIONS: Objection. Incomplete  
04:53:37 7 hypothetical.

04:53:43 8 THE WITNESS: I think it would -- you're making  
04:53:45 9 a statement that the junior employee has inferior  
04:53:49 10 skills, but I think that depends on who's making that  
04:53:54 11 assessment.

04:53:56 12 But I would say not necessarily would we have  
04:53:57 13 to raise the more senior individual's salary. It would  
04:54:02 14 depend on the situation.

04:54:03 15 MS. LEEBOVE: Q. Do you think the more  
04:54:05 16 senior person would be likely to ask for a salary  
04:54:07 17 adjustment than not?

04:54:11 18 MS. SESSIONS: Objection. Incomplete  
04:54:12 19 hypothetical. Calls for speculation.

04:54:19 20 THE WITNESS: Potentially.

04:54:21 21 MS. LEEBOVE: Q. Would it be fair to pay an  
04:54:23 22 unskilled employee the same wage as a highly-skilled  
04:54:26 23 employee?

04:54:34 24 A. It would depend on -- I'm not sure what context  
04:54:37 25 we're trying to use that in.

04:54:41 1 Q. In your work in human resources and the  
04:54:43 2 compensation field, what do you -- have you heard of the  
04:54:48 3 term unskilled?

04:54:51 4 A. Yes.

04:54:52 5 Q. In reference to an employee?

04:54:58 6 A. To a particular employee?

04:55:00 7 Q. Any employee.

04:55:02 8 A. It's a term that we don't typically use.

04:55:05 9 Q. Okay. Would it be fair to pay a janitor the  
04:55:14 10 same wage as a director of the company?

04:55:19 11 A. I would say no.

04:55:24 12 Q. Would it be fair to pay an entry-level  
04:55:28 13 position, and by that I mean a position taken by someone  
04:55:33 14 who's fresh out of college, the same as a director-level  
04:55:39 15 position?

04:55:42 16 MS. SESSIONS: Objection. Vague.

04:55:45 17 THE WITNESS: A director of?

04:55:47 18 MS. LEEBOVE: Q. Just all other things being  
04:55:48 19 equal. Would it be fair to pay an entry-level position  
04:55:52 20 the same -- the same salary as a director-level position  
04:55:55 21 in the same job family?

04:55:59 22 A. Typically, no.

04:56:04 23 Q. Can you think of any instance where it would be  
04:56:06 24 fair?

04:56:18 25 A. Not at this point in time.



04:56:25 1 Q. In setting employee salaries, Lucas considered  
04:56:28 2 peer relationships; is that correct?

04:56:32 3 A. Yes.

04:56:33 4 Q. Can you explain the significance of peer  
04:56:35 5 relationships in setting compensation at Lucasfilm.

04:56:44 6 A. The significance is to consider individual  
04:56:50 7 employee's pay within a similar job and pay range using  
04:56:57 8 the same type of skill sets to appropriately align those  
04:57:05 9 employees relative to their peers and to market.

04:57:18 10 Q. Do peer relationships -- let me start over.

04:57:23 11 Are peer relationships only significant in  
04:57:25 12 setting compensation for employees with similar jobs?

04:57:36 13 MS. SESSIONS: Objection. Vague.

04:57:47 14 THE WITNESS: So I -- let me back up one on my  
04:57:50 15 previous answer.

04:57:52 16 The one thing I didn't throw in there was  
04:57:54 17 pay -- performance. So employees' performance levels  
04:58:00 18 would also be part of that equation.

04:58:02 19 MS. LEEBOVE: Q. Which equation?

04:58:04 20 A. An internal peer relationship.

04:58:14 21 In terms of your question regarding peer  
04:58:18 22 relationships for nonsimilarly skilled. Is that what  
04:58:22 23 your question was?

04:58:31 24 Q. I think we've discussed internal equity briefly  
04:58:34 25 a couple of times today.

04:58:36 1 A. Yes.

04:58:37 2 Q. And it seems to me that each time we've  
04:58:40 3 discussed the concept of internal equity, and what it  
04:58:44 4 means to you, you've confined its meaning to involve two  
04:58:50 5 or more employees with the same skills doing similar  
04:58:55 6 jobs. And I'm wondering whether you believe the concept  
04:59:00 7 of internal equity can apply where two or more employees  
04:59:11 8 have very different jobs and earn very different amounts  
04:59:14 9 of money?

04:59:16 10 MS. SESSIONS: Objection. Compound.

04:59:22 11 THE WITNESS: I would say not typically.  
04:59:24 12 However, if we're talking about executive or senior,  
04:59:26 13 high senior level management jobs, you can do that  
04:59:33 14 because you're looking across the company at their scope  
04:59:36 15 of responsibility and their impact -- that  
04:59:40 16 responsibility's impact to the company.

04:59:55 17 MS. LEEBOVE: Q. Would paying an  
04:59:57 18 entry-level position the same as a  
05:00:03 19 much-more-senior-level position in the same job  
05:00:05 20 family raise any internal equity concerns?

05:00:14 21 A. I think you asked that previously, and it could  
05:00:24 22 raise concerns.

05:00:31 23 Q. What sort of concerns could it raise?

05:00:42 24 A. I would want to make sure that we were aligning  
05:00:47 25 our -- the particular job and family appropriately with

05:03:42 1 (Discussion off the record.)

05:03:54 2 THE REPORTER: 727.

05:03:56 3 (Whereupon, Exhibit 727 was marked for  
05:03:56 4 identification.)

05:04:33 5 MS. LEEBOVE: Q. Please let me know when  
05:04:35 6 you've had a chance to take a look at this document  
05:04:39 7 which has been marked as Exhibit 727, LUCAS00201067  
05:04:45 8 through 071.

05:06:01 9 You are, of course, free to take all the time  
05:06:03 10 you need to review the document. The only questions I  
05:06:05 11 have are with regard to the Thursday, May 8th, 2008,  
05:06:11 12 1:54 p.m. email message that appears to be from you to  
05:06:15 13 Jan van der Voort with a cc to Della Berger.

05:06:25 14 A. Say the time frame.

05:06:26 15 (Reporter clarification.)

05:06:26 16 MS. LEEBOVE: Della Berger.

05:06:26 17 Q. It starts at the bottom of page 068 and moves  
05:06:30 18 on to page 069.

05:06:37 19 A. Okay.

05:07:05 20 Q. Do you recall sending and receiving the emails  
05:07:07 21 that are contained in Exhibit 727?

05:07:11 22 A. I recall this, yes.

05:07:13 23 Q. Is this what happened to your former direct  
05:07:17 24 report, [REDACTED]?

05:07:19 25 A. Correct.

05:07:21 1 Q. Did she end up leaving the company after this  
05:07:25 2 exchange of emails in 727?

05:07:28 3 A. Yes.

05:07:30 4 Q. Can you tell me what you meant when you wrote  
05:07:32 5 at page 201069, almost exactly halfway down the page,  
05:07:37 6 where you said, "Internal equity is a concern, although  
05:07:41 7 we just hired [REDACTED] which is in the  
05:07:46 8 same [REDACTED] range"?

05:07:48 9 A. In terms of where it aligned her within Jan's  
05:08:08 10 particular team. For those employees that were in jobs  
05:08:13 11 within the [REDACTED] band.

05:08:20 12 Q. Was the internal equity concern that [REDACTED]  
05:08:23 13 might be paid more than her colleagues?

05:08:32 14 A. In some cases.

05:08:34 15 Q. And that in others, she might be paid less than  
05:08:38 16 her colleagues?

05:08:39 17 A. Yes.

05:08:46 18 Q. Why is that an internal equity concern?

05:08:54 19 A. I believe she had not been with us for long. I  
05:08:58 20 would have to -- oh. Primarily because the midpoint of  
05:09:05 21 a [REDACTED]. And in some of these cases, people  
05:09:18 22 here on this page were project employees, non-benefited.  
05:09:27 23 So their salary was a little bit higher because of that.

05:09:45 24 Q. So why is that a concern?

05:10:00 25 A. In terms of what? Compared to --

05:10:03 1 Q. Well, in terms of your email message where you  
05:10:06 2 wrote internal equity is a concern.

05:10:10 3 A. Primarily because, again, we would be going  
05:10:12 4 above midpoint of the range as well as above the [REDACTED]  
05:10:18 5 [REDACTED] of the market data.

05:10:22 6 Q. And why is that problematic?

05:10:27 7 A. It's not problematic, it's just that we --  
05:10:30 8 it's -- we take a harder look at when we're moving  
05:10:38 9 employees beyond [REDACTED],  
05:10:42 10 because we look at that -- and -- or I don't even say we  
05:10:47 11 have to look at it. Because we are then paying what we  
05:10:51 12 consider a premium for that employee because we're  
05:10:53 13 paying beyond what our market position is.

05:11:01 14 Q. How does that involve internal equity?

05:11:09 15 A. So I can't speak to the other jobs because I  
05:11:12 16 don't have the other market data here. But with  
05:11:20 17 internal equity, it's just, again, how she would align  
05:11:23 18 if she had another person in her job, specifically,  
05:11:26 19 which she doesn't. She was a unique one-off individual.

05:11:55 20 Q. I want to go back, if we could, to a prior  
05:11:58 21 exhibit. It was the one marked Coker Exhibit 359. It  
05:12:03 22 looks like this. It does not have a yellow sticker in  
05:12:11 23 front of it. It was between 717 and 718.

05:12:40 24 And what is your -- do you -- well, what is  
05:12:43 25 your understanding of what internal equity means on page

05:27:16 1 survey data, peer relationship data, and salary  
05:27:19 2 structure data?  
05:27:25 3 MS. SESSIONS: Objection. Compound.  
05:27:32 4 THE WITNESS: Yes.  
05:27:36 5 MS. LEEBOVE: Q. Why did you include the  
05:27:39 6 Singapore -- anything having to do with Singapore in the  
05:27:44 7 comp sheet?  
05:27:46 8 A. This role was for a role within the Singapore  
05:27:52 9 studio.  
05:27:55 10 Q. Okay. Then why did you compare -- or why did  
05:27:56 11 you include information for the U.S. peer group?  
05:28:03 12 A. Just to understand who was in the technical  
05:28:09 13 training organization.  
05:28:20 14 Q. So the employee who is the subject of these  
05:28:24 15 emails appears to be someone named [REDACTED]. You wrote  
05:28:32 16 (as read), "David Anderman will be joining the meeting  
05:28:35 17 to put forth his recommendation [REDACTED]  
05:28:37 18 [REDACTED]."  
05:28:41 19 MS. SESSIONS: Objection as mischaracterizing  
05:28:43 20 the document. To the extent that it's suggesting that  
05:28:46 21 the whole email is about [REDACTED] -- whole email string.  
05:28:56 22 THE WITNESS: Could you repeat your question.  
05:29:00 23 MS. LEEBOVE: Q. Does this entire email  
05:29:02 24 string appear to concern David Anderman's desire to  
05:29:10 25 have [REDACTED] salary increased to

05:29:14 1 [REDACTED]?

05:29:15 2 A. No.

05:29:17 3 Q. Does only this second-in-time message concern

05:29:23 4 David Anderman's [REDACTED]?

05:29:30 5 A. Yes.

05:29:30 6 Q. Okay. Actually can you read that email message

05:29:41 7 for me out loud.

05:29:43 8 A. (As read), "Just a heads up - David Anderman

05:29:46 9 will be joining the meeting to put forth his

05:29:49 10 recommendation that [REDACTED]

05:29:52 11 [REDACTED]

05:29:56 12 [REDACTED]. I told Janetta is was ok only if

05:30:04 13 he comes in and makes his pitch and then he needs to

05:30:06 14 leave so you and Steve can make your decision. Janetta

05:30:09 15 has already told him I don't agree with the [REDACTED]

05:30:14 16 salary and I don't want you to feel pushed into

05:30:17 17 approving [REDACTED]. In looking at the comp sheet, she

05:30:19 18 would be at the top other than [REDACTED] (who doesn't earn

05:30:24 19 OT) and [REDACTED] who's been here 20 years. She's the

05:30:27 20 second 'newest' employee in the EA group. We are

05:30:30 21 proposing [REDACTED], which would put her mid pack. Unless

05:30:34 22 we want to raise the salaries of other EA's, I think

05:30:39 23 this is fair. David is basing his recommendation of

05:30:42 24 [REDACTED] on his opinion of the market but he doesn't have

05:30:45 25 anything to substantiate it."

05:30:49 1 Q. Was your concern -- let me strike that.

05:30:58 2 Was a concern of yours that raising [REDACTED]

05:31:07 3 [REDACTED] would put upward pressure on the  
05:31:11 4 salary structure within the EA group?

05:31:15 5 A. As I recall this, my concern was that the  
05:31:19 6 [REDACTED] was out of line for the fact she was being newly  
05:31:24 7 promoted into this group.

05:31:29 8 Q. Does your email suggest that you would have  
05:31:31 9 been okay with the [REDACTED] if her  
05:31:37 10 colleagues' salaries were raised as well?

05:31:40 11 A. I think my -- if you're referring to my  
05:31:43 12 sentence "Unless we want to raise salaries of the other  
05:31:46 13 EA's, I think this is fair," what I meant by that was, I  
05:31:50 14 believe the -- what we were proposing, which was [REDACTED],  
05:31:55 15 was fair.

05:32:06 16 Q. Well, it seems like to me that you may be  
05:32:10 17 talking about the prior sentence.

05:32:11 18 A. Yes.

05:32:12 19 Q. You say, "We are proposing [REDACTED] which would  
05:32:14 20 put her mid pack." Is that right?

05:32:18 21 Do you mean by that -- you said you believed  
05:32:31 22 that when you were proposing [REDACTED], that was fair?

05:32:38 23 A. That's what I believe I was referring to. Yes.

05:32:41 24 Q. But then you go on to say, "Unless we want to  
05:32:43 25 raise the salaries of the other EA's, I think this is



05:32:45 1 fair."

05:32:46 2 A. No. What I meant or what I am trying to say  
05:32:50 3 is, the statement "I think this is fair" is in relation  
05:32:54 4 to the fact that the proposal of [REDACTED] is fair and  
05:32:59 5 appropriate.

05:33:19 6 Q. Would it have been unfair if you raised the  
05:33:22 7 salaries of the other executive assistants?

05:33:27 8 A. I would have to look at the numbers, but I  
05:33:29 9 don't believe -- I believe the [REDACTED] would still have  
05:33:32 10 been fair given the fact she was being newly promoted.

05:33:48 11 Q. Would it have been fair for [REDACTED] to receive  
05:33:54 12 the same compensation as [REDACTED]?

05:33:59 13 A. I don't believe so.

05:34:20 14 Q. Does your email also suggest that [REDACTED] might  
05:34:23 15 be fair if the other salaries were raised?

05:34:29 16 A. I believe I answered that. No. I believe,  
05:34:32 17 when I was referring to "I think this is fair" is the  
05:34:35 18 proposal of [REDACTED]. I believe that would be the right spot  
05:34:39 19 for her.

05:34:44 20 Q. What meaning do you attribute to your phrase  
05:34:46 21 "Unless we want to raise the salaries of the other  
05:34:50 22 EA's,"?

05:35:01 23 A. Meaning if they truly felt [REDACTED] was the  
05:35:07 24 correct spot for an entry-level executive assistant,  
05:35:11 25 then we would probably have to go back and revisit are

05:35:15 1 we appropriately aligning this job to the market and to  
05:35:19 2 its pay range for all the employees in that category.

05:35:33 3 Q. Would you do that for purposes of adjusting  
05:35:37 4 [REDACTED] salaries down?

05:35:44 5 MS. SESSIONS: Objection. Vague.

05:35:53 6 THE WITNESS: I'm not sure what you mean by  
05:35:55 7 that.

05:36:06 8 MS. LEEBOVE: Q. You just told me that what  
05:36:08 9 you meant by "Unless we want to raise the salaries of  
05:36:11 10 the other EA's" was that, quote, "If they truly felt  
05:36:15 11 [REDACTED] was the correct spot for an entry-level executive  
05:36:19 12 assistant, then we would probably have to go back and  
05:36:21 13 revisit are we appropriately aligning this job to the  
05:36:25 14 market and to its pay range for all the employees in  
05:36:28 15 that category."

05:36:34 16 So what do you mean by that?

05:36:46 17 A. Basically what I stated, meaning to review the  
05:36:50 18 market data and the pay range for that job to confirm  
05:36:57 19 that we were paying it based on the skill set and our  
05:37:04 20 stated comp philosophy.

05:37:09 21 Q. All other things being equal, if [REDACTED] was a  
05:37:14 22 fair salary for [REDACTED], would you feel like you had to  
05:37:20 23 also increase [REDACTED] salaries?

05:37:25 24 MS. SESSIONS: Objection. Vague.

05:37:31 25 THE WITNESS: I don't recall what their

05:37:32 1 salaries are, so I'd have to look at the numbers to  
05:37:35 2 answer that question.

05:37:41 3 MS. LEEBOVE: Q. Even though you know that  
05:37:44 4 raising [REDACTED] would make her -- would  
05:37:47 5 put her at the top, other than [REDACTED]?

05:37:55 6 Do you need to see their exact salary figures  
05:37:58 7 to know whether it would be -- whether you would need to  
05:37:59 8 raise them if you know that they're the two most senior  
05:38:05 9 people?

05:38:06 10 MS. SESSIONS: Objection. Compound. Vague.

05:38:11 11 THE WITNESS: Yes. Because for all I know,  
05:38:13 12 they could be making well -- well beyond [REDACTED]. I  
05:38:19 13 don't recall or know what they were making at the time.

05:38:23 14 MS. LEEBOVE: Q. Well, if they were making  
05:38:24 15 well beyond [REDACTED], why would you be concerned with  
05:38:27 16 paying [REDACTED]?

05:38:30 17 A. I'm not saying I am. You just asked me would I  
05:38:35 18 be inclined to give -- increase both [REDACTED]  
05:38:40 19 salary if the others were raised to that level. I'm  
05:38:46 20 saying I can't answer that.

05:39:16 21 Q. Can you tell me what a call-out equity  
05:39:19 22 adjustment is within the context of Lucasfilm?

05:39:24 23 A. The term call-out is something that has been  
05:39:28 24 used within -- I'm not sure within the entertainment  
05:39:33 25 industry, but it certainly has been used within the

05:39:37 1 Lucasfilm organization. A callout is something that's  
05:39:41 2 in addition to somebody's merit increase.

05:39:48 3 Q. And why would Lucas give a callout equity  
05:39:51 4 adjustment?

05:39:53 5 A. So callout does not just refer to an equity  
05:39:57 6 adjustment. It can also refer to a promotion.

05:40:03 7 Q. I'm asking specifically about a callout equity  
05:40:07 8 adjustment, though.

05:40:07 9 A. I understand.

05:40:08 10 Q. Why does -- why does Lucas make callout equity  
05:40:13 11 adjustments?

05:40:16 12 A. So an equity adjustment could be for a couple  
05:40:20 13 of reasons. One could be to align the employee more  
05:40:26 14 appropriately in their salary range given their  
05:40:30 15 continued performance and skill set and contributions.  
05:40:37 16 Another could be based on how that employee aligns with  
05:40:45 17 their internal peer group based on the same set of  
05:40:50 18 criteria.

05:41:09 19 MS. LEEBOVE: Mark this 730.

05:41:11 20 (Whereupon, Exhibit 730 was marked for  
05:41:11 21 identification.)

05:41:13 22 MS. LEEBOVE: Q. Ms. Maupin, you've been  
05:41:15 23 handed Exhibit 730 -- oh, sorry about that.

05:41:19 24 Ms. Maupin, you've been handed Exhibit No. 730.  
05:41:23 25 It begins with LUCAS00199904 as the Bates number and

05:41:29 1 continues to 199906.

05:43:42 2 A. Okay.

05:43:49 3 Q. Do you remember sending and receiving these  
05:43:53 4 emails in Exhibit 730?

05:44:01 5 A. Yes.

05:44:11 6 Q. It looks like there are a number of employees  
05:44:15 7 who received equity adjustments to get into range --  
05:44:22 8 well, pardon me. [REDACTED], on page 1, it appears  
05:44:34 9 that Vanessa Hall recommended that he receive an equity  
05:44:38 10 adjustment to get him into the range.

05:44:41 11 What does that mean?

05:44:48 12 A. There might have been a -- there could be  
05:44:50 13 situations where an employee has been paid below the  
05:44:55 14 minimum of the range for various reasons.

05:45:00 15 Q. Why is that something that Lucas wouldn't want  
05:45:02 16 to continue to tolerate?

05:45:06 17 A. I'm not suggesting they are.

05:45:09 18 Q. Well, let me back up.

05:45:13 19 Why would Lucas not want to tolerate [REDACTED]  
05:45:18 20 [REDACTED] continued payment below the salary range?

05:45:24 21 MS. SESSIONS: Objection. Vague.

05:45:31 22 THE WITNESS: Because we obviously would have  
05:45:33 23 graded a job based on what we think is the appropriate  
05:45:38 24 value for that job as determined by market and our comp  
05:45:43 25 philosophy.

1 I, Gina V. Carbone, Certified Shorthand  
2 Reporter licensed in the State of California, License  
3 No. 8249, hereby certify that the deponent was by me  
4 first duly sworn and the foregoing testimony was  
5 reported by me and was thereafter transcribed with  
6 computer-aided transcription; that the foregoing is a  
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or  
9 attorney for either of any of the parties in the  
10 foregoing proceeding and caption named or in any way  
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of  
13 the original transcript will render the reporter's  
14 certificates null and void.

15 In witness whereof, I have hereunto set my  
16 hand this day: February 21, 2013.

17 \_\_\_X\_\_\_ Reading and Signing was requested.

18 \_\_\_\_\_ Reading and Signing was waived.

19 \_\_\_\_\_ Reading and signing was not requested.

20

21

22

23

\_\_\_\_\_  
GINA V. CARBONE

24

CSR 8249, RPR, CCRR

25